

A For the 2006 calendar year, or tax year beginning 07-01-2006 and ending 06-30-2007

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Final return ☐ Amended return	Please use IRS label or print or type. See Specific Instructions.	C Name of organization PRESIDIO HILL SCHOOL		D Employer identification number 94-1201211
		Number and street (or P.O. box if mail is not delivered to street address) 3839 WASHINGTON STREET	Room/suite	E Telephone number (415) 751-9318
		City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94118		F Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____

Application pending

✱ **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Web site: ➔ www.presidiahillschool.org

J Organization type (check only one) ☒  501(c) (3) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527	H(c) Are all affiliates included? ☐ Yes ☐ No (If "No," attach a list. See instructions.)
K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than 25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.	H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No
L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ☒ 4,266,019	I Group Exemption Number ☐
	M Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)	
1	Revenue
2	Expenses
3	Changes in Net Assets or Fund Balances
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Revenue	1	Contributions, gifts, grants, and similar amounts received							
	a	Contributions to donor advised funds	1a						
	b	Direct public support (not included on line 1a)	1b		425,954				
	c	Indirect public support (not included on line 1a)	1c						
	d	Government contributions (grants) (not included on line 1a)	1d						
	e	Total (add lines 1a through 1d) (cash \$ <u>289,030</u> noncash \$ <u>136,924</u>)				1e		425,954	
	2	Program service revenue including government fees and contracts (from Part VII, line 93) .				2		3,686,717	
	3	Membership dues and assessments				3			
	4	Interest on savings and temporary cash investments				4		120,740	
	5	Dividends and interest from securities				5			
	6a	Gross rents	6a		10,000				
	b	Less rental expenses	6b						
	c	Net rental income or (loss) subtract line 6b from line 6a				6c		10,000	
	7	Other investment income (describe ►)				7			
	8a	Gross amount from sales of assets	(A) Securities			(B) Other			
		other than inventory		8a					
	b	Less cost or other basis and sales expenses		8b					
	c	Gain or (loss) (attach schedule)		8c					
	d	Net gain or (loss) Combine line 8c, columns (A) and (B)				8d			
	9	Special events and activities (attach schedule) If any amount is from gaming , check here ☒							
	a	Gross revenue (not including \$ _____ of contributions reported on line 1b) 45	9a		11,670				
b	Less direct expenses other than fundraising expenses	9b		15,459					
c	Net income or (loss) from special events Subtract line 9b from line 9a				9c		-3,789		
10a	Gross sales of inventory, less returns and allowances	10a							
b	Less cost of goods sold	10b							
c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a				10c				
11	Other revenue (from Part VII, line 103)				11		10,938		
12	Total revenue Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11				12		4,250,560		
Expenses	13	Program services (from line 44, column (B))				13		3,750,939	
	14	Management and general (from line 44, column (C))				14		533,266	
	15	Fundraising (from line 44, column (D))				15		227,222	
	16	Payments to affiliates (attach schedule)				16			
	17	Total expenses Add lines 16 and 44, column (A)				17		4,511,427	
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12				18		-260,867	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))				19		1,476,488	
	20	Other changes in net assets or fund balances (attach explanation)				20		0	
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20				21		1,215,621	

Part II

Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach Schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here ☐	22a			
22b	Other grants and allocations (attach schedule) (cash \$ 507,200 _____ noncash \$ _____) If this amount includes foreign grants, check here ☐	22b	507,200		
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25a	Compensation of current officers, directors, key employees etc. Listed in Part V-A (attach schedule)	25a	653,740	554,971	98,769
b	Compensation of former officers, directors, key employees etc. listed in Part V-B (attach schedule)	25b			
c	Compensation and other distributions not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c			
26	Salaries and wages of employees not included on lines 25a, b and c	26	1,384,947	1,134,865	185,245
27	Pension plan contributions not included on lines 25a, b and c	27	91,044	81,998	4,794
28	Employee benefits not included on lines 25a - 27	28	172,028	145,020	14,312
29	Payroll taxes	29	161,991	137,750	12,846
30	Professional fundraising fees	30			11,395
31	Accounting fees	31	26,478		
32	Legal fees	32	5,569	5,569	
33	Supplies	33	68,329	52,813	15,398
34	Telephone	34	13,423	12,081	118
35	Postage and shipping	35	8,927		1,342
36	Occupancy	36	144,154	130,473	8,118
37	Equipment rental and maintenance	37	19,297	17,346	1,834
38	Printing and publications	38	21,876	3,360	7,405
39	Travel	39			11,111
40	Conferences, conventions, and meetings	40			
41	Interest	41	426,987	382,414	44,573
42	Depreciation, depletion, etc. (attach schedule)	42	347,018	312,316	34,702
43	Other expenses not covered above (itemize)				
a	Field Trip Expense	43a	68,532	68,532	
b	Other Expense	43b	201,383	113,366	76,879
c	BAD DEBT EXPENSE	43c	10,390		11,138
d	outside consulting services	43d	98,039	32,814	59,205
e	insurance	43e	37,764	33,988	6,020
f	staff development	43f	42,311	29,632	3,776
g		43g			5,960
44	Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	4,511,427	3,750,939	533,266
227,222					

Joint Costs. Check ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ☐ **Yes** ☐ **No**

If "Yes," enter **(i)** the aggregate amount of these joint costs \$ _____, **(ii)** the amount allocated to Program services \$ _____, **(iii)** the amount allocated to Management and general \$ _____, and **(iv)** the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments *(See the instructions.)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? PRIVATE SCHOOL, GRADES K-8		Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)		
a OPERATION OF A CO-EDUCATIONAL INDEPENDANT SCHOOL COMMITTEED TO MULTI-CULTURALISM AND THE DEVELOPMENT OF ITS STUDENTS INTO ACTIVE AND RESPONSIBLE PARTICIPANTS IN THE WORLD. THE SCHOOL SERVES 191 K-8TH GRADE STUDENTS		
(Grants and allocations \$)	If this amount includes foreign grants, check here ☐	3,750,939
b		
(Grants and allocations \$)		
If this amount includes foreign grants, check here ☐		
c		
(Grants and allocations \$)		
If this amount includes foreign grants, check here ☐		
d		
(Grants and allocations \$)		
If this amount includes foreign grants, check here ☐		
e Other program services (attach schedule)		
(Grants and allocations \$)	If this amount includes foreign grants, check here ☐	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)		3,750,939

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.			(A) Beginning of year		(B) End of year
Assets	45	Cash—non-interest-bearing		45	
	46	Savings and temporary cash investments	1,661,696	46	1,711,617
	47a	Accounts receivable	47a 52,655		
	b	Less allowance for doubtful accounts	47b 10,000	15,670	47c 42,655
	48a	Pledges receivable	48a 113,170		
	b	Less allowance for doubtful accounts	48b 28,000	182,384	48c 85,170
	49	Grants receivable		49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b	Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)		50b	
	51a	Other notes and loans receivable (attach schedule)	51a		
	b	Less allowance for doubtful accounts	51b	51c	
	52	Inventories for sale or use		52	
	53	Prepaid expenses and deferred charges	89,964	53	50,194
	54a	Investments—publicly-traded securities . ☒ Cost ☐ FMV		54a	
	b	Investments—other securities (attach schedule) ☐ Cost ☐ FMV		54b	
	55a	Investments—land, buildings, and equipment basis	55a		
	b	Less accumulated depreciation (attach schedule)	55b	55c	
	56	Investments—other (attach schedule)	936,844	56 	1,022,040
57a	Land, buildings, and equipment basis	57a 8,117,420			
b	Less accumulated depreciation (attach schedule)	57b 1,949,119	6,413,489	57c 	6,168,301
58	Other assets, including program-related investments (describe ☒ _____)		58		
59	Total assets (must equal line 74) Add lines 45 through 58	9,300,047	59	9,079,977	
Liabilities	60	Accounts payable and accrued expenses	188,640	60	185,961
	61	Grants payable		61	
	62	Deferred revenue	1,633,304	62	1,682,283
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a	Tax-exempt bond liabilities (attach schedule)	5,978,132	64a 	5,986,473
	b	Mortgages and other notes payable (attach schedule)	23,483	64b 	9,639
	65	Other liabilities (describe ☒ _____)		65	
	66	Total liabilities Add lines 60 through 65	7,823,559	66	7,864,356
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted	1,404,554	67	1,142,839
	68	Temporarily restricted	61,480	68	62,328
	69	Permanently restricted	10,454	69	10,454
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 70 through 74				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds . .		72	
	73	Total net assets or fund balances Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)	1,476,488	73	1,215,621
	74	Total liabilities and net assets / fund balances Add lines 66 and 73 . .	9,300,047	74	9,079,977

a	Total revenue, gains, and other support per audited financial statements		a	3,758,819
b	Amounts included on line a but not on Part I, line 12			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify) <u>\$0</u>	b4	-507,200	
	Add lines b1 through b4		b	-507,200
c	Subtract line b from line a		c	4,266,019
d	Amounts included on Part I, line 12, but not on line a			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify) <u>\$0</u>	d2	-15,459	
	Add lines d1 and d2		d	-507,200
e	Total revenue (Part I, line 12) Add lines c and d		e	4,250,560

a	Total expenses and losses per audited financial statements		a	4,019,686	
b	Amounts included on line a but not on Part I, line 17				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify) _____	b4			15,459
	Add lines b1 through b4		b	15,459	
c	Subtract line b from line a		c	4,004,227	
d	Amounts included on Part I, line 17, but not on line a :				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify) _____	d2			507,200
	Add lines d1 and d2				d
e	Total expenses (Part I, line 17) Add lines c and d		e	4,511,427	

[illegible]

75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings <u>28</u>		
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	No
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization"	75c	No
d Does the organization have a written conflict of interest policy?	75d	Yes

[illegible]

76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76		No
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	Yes	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		No
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a		No
b	If "Yes," enter the name of the organization  _____ _____ and check whether it is ☐ exempt or ☐ nonexempt			
81a	Enter direct or indirect political expenditures (See line 81 instructions) 81a _____	81b		No
b	Did the organization file Form 1120-POL for this year?			

Part VIOther Information (continued)

YesNo

82a

Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?

82a

No

b

If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)

82b

83a

Did the organization comply with the public inspection requirements for returns and exemption applications?

83a

Yes

b

Did the organization comply with the disclosure requirements relating to quid pro quo contributions?

83b

Yes

84a

Did the organization solicit any contributions or gifts that were not tax deductible?

84a

No

b

If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

84b

85

501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?

85a

b

Did the organization make only in-house lobbying expenditures of \$2,000 or less?

85b

If "Yes," was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed the prior year.

c

Dues assessments, and similar amounts from members

85c

d

Section 162(e) lobbying and political expenditures

85d

e

Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices

85e

f

Taxable amount of lobbying and political expenditures (line 85d less 85e)

85f

g

Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?

85g

h

If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?

85h

86

501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12

86a

b

Gross receipts, included on line 12, for public use of club facilities

86b

87

501(c)(12) orgs. Enter a Gross income from members or shareholders

87a

b

Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)

87b

88a

At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX.

88a

No

b

At any time during the year, did the organization directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If yes, complete Part XI.

88b

No

89a

501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911: 0, section 4912: 0, section 4955: 0

b

501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.

89b

No

c

Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958: 0

d

Enter: Amount of tax on line 89c, above, reimbursed by the organization.

e

All organizations. At any time during the tax year was the organization a party to a prohibited tax shelter transaction?

89e

No

f

All organizations. Did the organization acquire direct or indirect interest in any applicable insurance contract?

89f

No

g

For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

89g

No

90a

List the states with which a copy of this return is filed: CA

b

Number of employees employed in the pay period that includes March 12, 2006 (See instructions): 43

90b

43

91a

The books are in care of: PASCALE TOOTH Telephone no: (415) 751-9318

3839 WASHINGTON STREET

Located at: SAN FRANCISCO, CA ZIP + 4: 94118

b

At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

91b

No

If "Yes," enter the name of the foreign country:

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information <i>(continued)</i>		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States?		91c	No
If "Yes," enter the name of the foreign country ▶ _____			
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 —Check here ▶		☐	
and enter the amount of tax-exempt interest received or accrued during the tax year ▶		92	

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93	Program service revenue					
a	TUITION AND FEES					3,686,717
b						
c						
d						
e						
f	Medicare/Medicaid payments					
g	Fees and contracts from government agencies					
94	Membership dues and assessments					
95	Interest on savings and temporary cash investments			14	120,740	
96	Dividends and interest from securities					
97	Net rental income or (loss) from real estate					
a	debt-financed property					
b	non debt-financed property			16	10,000	
98	Net rental income or (loss) from personal property					
99	Other investment income					
100	Gain or (loss) from sales of assets other than inventory					
101	Net income or (loss) from special events			01	-3,789	
102	Gross profit or (loss) from sales of inventory					
103	Other revenue a school activities			03	10,938	
b						
c						
d						
e						
104	Subtotal (add columns (B), (D), and (E))				137,889	3,686,717
105	Total (add line 104, columns (B), (D), and (E)) ▶					3,824,606

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93	Revenues provide funds necessary to operate the school in order to educate students in grades K-8

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a)	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No
(b)	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No
NOTE: If "Yes" to (b) , file Form 8870 and Form 4720 (see instructions).		

Part XI

Information Regarding Transfers To and From Controlled Entities

Complete only if the organization is a controlling organization as defined in section 512(b)(13)

106	Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity	Yes	No	
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
Totals				

107	Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity	Yes	No	
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
Totals				

108	Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?	Yes	No

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer

2008-02-09

Date

pascale tooth business manager

Type or print name and title

Paid Preparer's Use Only	Preparer's signature  Bruce H Coblentz	Date	Check if self-employed ☒	Preparer's SSN or PTIN (See Gen Inst W)
	Firm's name (or yours if self-employed), address, and ZIP + 4  Armanino McKenna LLP			EIN 
	12667 Alcosta Boulevard Suite 500 San Ramon, CA 945834427			Phone no  (925) 790-2600

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization
PRESIDIO HILL SCHOOL

Organization Exempt Under Section 501(c)(3)
(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information—(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2006

Employer identification number
94-1201211

Part I

Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
erainya neirro 3839 washington street san francisco, CA 94118	teacher 40 00	70,158	9,920	0
patricia jepson 3839 washington street san francisco, CA 94118	teacher 40 00	70,158	3,788	0
lisa jeli 3839 washington street san francisco, CA 94118	deanlibrarian 40 00	66,759	6,077	0
charles a morgan 3839 washington street san francisco, CA 94118	bus office assoc 40 00	62,400	3,607	0
susanne marvit 3839 washington street san francisco, CA 94118	teacher 40 00	61,460	8,145	0
Total number of other employees paid over \$50,000 ▶	0			

Part II-A

Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		

Part II-B

Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None". See page 2 for instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
A1S BUILDING MAINTENANCE 4960 ELROD CASTRO VALLEY, CA 94546	JANITORIAL	52,870
Total number of other contractors receiving over \$50,000 for other services ▶		

Part III **Statements About Activities** (See page 2 of the instructions.)

Yes **No**

1	During the year, has the organization attempted to influence national, state, or local legislation, include any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ►\$ _____ (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B)	1		No
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
a	Sale, exchange, or leasing property?	2a		No
b	Lending of money or other extension of credit?	2b		No
c	Furnishing of goods, services, or facilities?	2c		No
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? 	2d	Yes	
e	Transfer of any part of its income or assets?	2e		No
3a	Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments) 	3a	Yes	
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	Yes	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement	3c		No
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		No
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a	Yes	
b	Did the organization make any taxable distributions under section 4966?	4b		
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		
d	Enter the total number of donor advised funds owned at the end of the tax year			► _____
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year			► _____
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts			► 0 _____
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year			► 0 _____

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5

☐

A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6

☒

A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7

☐

A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8

☐

A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9

☐

A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶
- 10

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b

☐

A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12

☐

An organization that normally receives **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13

☐

An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

☐ Type I ☐ Type II ☐ Type III - Functionally Integrated ☐ Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support?
			Yes	No	
Total ▶					

- 14

☐

An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A

Support Schedule

(Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)		(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15	Gifts, grants, and contributions received (Do not include unusual grants See line 28)					
16	Membership fees received					
17	Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose					
18	Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19	Net income from unrelated business activities not included in line 18					
20	Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21	The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22	Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23	Total of lines 15 through 22					
24	Line 23 minus line 17					
25	Enter 1% of line 23					
26	Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24				26a	
b	Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total of all these excess amounts				26b	0
c	Total support for section 509(a)(1) test Enter line 24, column (e)				26c	
d	Add Amounts from column (e) for lines 18 19 22 26b				26d	
e	Public support (line 26c minus line 26d total)				26e	
f	Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f	
27	Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " Do not file this list with your return. Enter the sum of such amounts for each year (2005) (2004) (2003) (2002)					
b	For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2005) (2004) (2003) (2002)					
c	Add Amounts from column (e) for lines 15 16 17 20 21				27c	
d	Add Line 27a total and line 27b total				27d	
e	Public support (line 27c total minus line 27d total)				27e	
f	Total support for section 509(a)(2) test Enter amount from line 23, column (e)				27f	
g	Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g	
h	Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h	
28	Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return. Do not include these grants in line 15					

Part VPrivate School Questionnaire (See page 7 of the instructions.)

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		Yes	No
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?			No
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement) TOGETHER WITH OTHER AREA SCHOOLS, ANNUALLY PUBLISH STATEMENT OF NON-DISCRIMINATION		Yes	
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	Yes	
b	Records documenting that scholarships and other financial assistance are awarded on racially nondiscriminatory basis?	32b	Yes	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	Yes	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	Yes	
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		No
b	Admissions policies?	33b		No
c	Employment of faculty or administrative staff?	33c		No
d	Scholarships or other financial assistance?	33d		No
e	Educational policies?	33e		No
f	Use of facilities?	33f		No
g	Athletic programs?	33g		No
h	Other extracurricular activities?	33h		No
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		No
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		No
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	Yes	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768)

Check  **a** ☐ if the organization belongs to an affiliated group

Check  **b** ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term "expenditures" means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table— If the amount on line 40 is— The lobbying nontaxable amount is— Not over \$500,00020% of the amount on line 40 Over \$500,000 but not over \$1,000,000\$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000\$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000\$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000\$1,000,000	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	
Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.			

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
See the instructions for lines 45 through 50 on page 13 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h .)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h .)			
If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities			

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

- | | | |
|---------------|--|----|
| 51a(i) | | No |
| a(ii) | | No |
| | | |
| b(i) | | No |
| b(ii) | | No |
| b(iii) | | No |
| b(iv) | | No |
| b(v) | | No |
| b(vi) | | No |
| c | | No |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

[illegible]

Additional Data

Software ID:
Software Version:
EIN: 94-1201211
Name: PRESIDIO HILL SCHOOL

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
brian thomas 3839 washington street San Francisco, CA 94118	directOR 40 00	157,825	7,153	0
pascale tooth 3839 washington street San Francisco, CA 94118	business manager 40 00	110,000	6,975	0
namrata gupta 3839 washington street San Francisco, CA 94118	director of philanthropy 40 00	95,000	3,769	0
ann meissner 3839 washington street San Francisco, CA 94118	middle school dean 40 00	86,559	5,812	0
amy pearson 3839 washington street San Francisco, CA 94118	dir of admissions 40 00	62,400	3,536	0
ELIZABETH SCHAFER 3839 washington street San Francisco, CA 94118	president 2 00	0	0	0
BOB SCOTT 3839 washington street San Francisco, CA 94118	trustee 2 00	0	0	0
JILL CHASE 3839 washington street San Francisco, CA 94118	trustee 2 00	0	0	0
LISA HONIG 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0
DARLENE FONG 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
LOUISE BONHAM 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0
BOB POWELL 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0
RALPH LANE 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0
joninna simpson 3839 washington street San Francisco, CA 94118	trustee 2 00	0	0	0
susan andrews 3839 washington street San Francisco, CA 94118	trustee 2 00	0	0	0
ELLEN FRIEDMAN 3839 washington street San Francisco, CA 94118	Trustee 2 00	0	0	0
ANN REGENSTEIN 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
KEVIN COLOSIMO 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
CARL KLOMPUS 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
NELL BRANCO 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
CATHERINE GORMELY 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
NOEL KAUFMAN 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
NANCY KOCK 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
SUMATI STEWART 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
MAX PERR 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
LYN HENLEY 3839 washington street San Francisco, CA 94118	TRustee 2 00	0	0	0
SUE GREEN 3839 washington street San Francisco, CA 94118	TREASURER 2 00	0	0	0
christopher warner 3839 washington street san Francisco, CA 94118	trusteeteacher 40 00	45,000	6,082	0
david inocencio 3839 washington street san Francisco, CA 94118	trustee 2 00	0	0	0
josefina jacquin 3839 washington street san Francisco, CA 94118	trusteeteacher 40 00	53,343	10,286	0

TY 2006 Cash Grants Paid Schedule

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Class of Activity	Recipient's name	Address	Amount	Relationship
SCHOLARSHIPS FINANCIAL AID	VARIOUS		507,200	NONE

TY 2006 Depreciation and Depletion Schedule**Name:** PRESIDIO HILL SCHOOL**EIN:** 94-1201211

Asset	Amount
building and improvements	249,060
furniture fixtures & equipment	42,714
leased equipment	28,410
computer	26,834

TY 2006 Investments - Other Schedule

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Description	Book Value	Cost/FMV
certificates of deposit	485,196	C
certificates of deposit - restricted	536,844	C

TY 2006 Land etc. Schedule**Name:** PRESIDIO HILL SCHOOL**EIN:** 94-1201211

Category/Item	Cost/Other Basis	Accumulated Depreciation	Book Value
Land	75,000		75,000
Building and Improvements	7,473,157	1,505,984	5,967,173
Furniture Fixtures and Equip	352,603	292,360	60,243
Leased Equipment	83,458	73,911	9,547
Computers	89,197	76,864	12,333
Software	44,005		44,005

TY 2006 Mortgages and Notes Payable Schedule**Name:** PRESIDIO HILL SCHOOL**EIN:** 94-1201211**Total Mortgage Amount:** 0

Item No.	1
Lender's Name	CAPITAL LEASE
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	50488
Balance Due	9639
Date of Note	2002-02
Maturity Date	2008-02
Repayment Terms	MONTHLY INSTALLMENT
Interest Rate	
Security Provided by Borrower	EQUIPMENT
Purpose of Loan	CAPITAL LEASE
Description of Lender Consideration	
Consideration FMV	

TY 2006 Other Expenses Included Schedule

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Description	Amount
SPECIAL EVENT EXPENSES	15,459

**TY 2006 Other Expenses
Not Included Schedule**

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Description	Amount
SCHOLARSHIPS AWARDED	507,200

TY 2006 Other Revenues Included Schedule

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Description	Amount
SCHOLARSHIPs AWARDED	-507,200

TY 2006 Other Revenues
Not Included Schedule

Name: PRESIDIO HILL SCHOOL
EIN: 94-1201211

Description	Amount
SPECIAL EVENT EXPENSES	-15,459

TY 2006 Special Events Schedule**Name:** PRESIDIO HILL SCHOOL**EIN:** 94-1201211

Event Name	Gross Receipts	Contributions	Gross Revenue	Direct Expense	Net Income (Loss)
WALKATHON	33,176	33,176	0	2,329	-2,329
ARTS FOR KIDS SAKE AUCTION	116,945	116,945	0	13,130	-13,130
other	11,670	0	11,670	0	11,670

TY 2006 Tax-Exempt Bond Liabilities Schedule**Name:** PRESIDIO HILL SCHOOL**EIN:** 94-1201211

Item No.	1
Name of Issue	
Purpose	construction and operations
Amount Outstanding	5986473
Unexpended Bond Proceeds	
Third Party Use	
Space Percentage	
Maturity Date	2032-08
Repayment Terms	annual principal payments beginning 8/1/09
Interest Rate	688.00 %
Security	deed of trust on school's real property

TY 2006 Scholarship Award Statement

Name: PRESIDIO HILL SCHOOL

EIN: 94-1201211

Statement: PRESIDIO HILL SCHOOL CONTRACTS WITH A THIRD PARTY TO EVALUATE FINANCIAL AID APPLICATIONS. THE SCHOOL BELONGS TO THE NATIONAL ASSOCIATION OF INDEPENDANT SCHOOLS AND SUBSCRIBES TO ITS SUBSIDIARY ORGANIZATION CALLED "SCHOOL AND STUDENT SERVICES FOR FINANCIAL AID"(SSS). FAMILIES OFFERED A PLACEMENT AT THE SCHOOL FILL OUT AN APPLICATION FORM AND MAIL IT SSS. RESULTS ARE SENT TO THE SCHOOL AND GRANTS ARE AWARDED BASED ON THE INFORMATION RECEIVED. THE SCHOOL SETS ASIDE 12% OF TUITION FOR FINANCIAL AID.

AMENDED AND RESTATED

BYLAWS

OF

PRESIDIO HILL SCHOOL

ARTICLE I

SECTION 1. OFFICE

The principal office for the operations of the corporation (the “School”) is located at 3839 Washington Street, San Francisco, California 94118. The Director, the board of trustees and the Staff (as defined below) may change the location of the principal office at their discretion to another location within the City and County of San Francisco. In an emergency, a temporary change can be made by the Director or, if the Director is not available, by the president of the board. Any change of this location shall be noted by the Secretary, or this section may be amended to state the new location.

ARTICLE II

MEMBERSHIP

SECTION 1. QUALIFICATIONS

The members of the corporation are (i) the parents and/or guardians of the children for whom active contracts with the School exist and who are currently attending the School (“Parent Members”), (ii) full-time teachers and administrative staff at the School (the “Staff”) (and persons holding such other positions at the School as may be designated by the Staff as members), (iii) the School’s director, (iv) the School’s after school program director and (v) duly selected non-parent members of the board of trustees (collectively, the “Members”).

SECTION 2. TRANSFER OF MEMBERSHIPS

No Member may transfer a membership or any right arising from such membership (except as provided in Section 12 below dealing with proxies) without the express written consent of the board of trustees.

ARTICLE III

MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of the Members shall be held at any place within San Francisco designated by the board of trustees. In the absence of any such designation, Members' meetings shall be held at the principal office of the School.

SECTION 2. SEMI-ANNUAL MEETINGS

The semi-annual meetings of Members shall be held in the Fall and Spring of each year as determined by the School's yearly calendar.

SECTION 3. SPECIAL MEETINGS

(a) Authorized persons who may call. A special meeting of the Members may be called at any time by any of the following: a majority of the board of trustees, the Director, a majority of the Staff or twenty percent or more of the Members as confirmed by the then current Member listing.

Calling meetings by Members. If a special meeting is called by Members other than the Director, the request shall be submitted by such Members in a writing signed by twenty percent or more of the Members, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by facsimile transmission to the president and the secretary of the board. The officers receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article III, that a meeting will be held, and the date for such meeting, which date shall not be less than 10 or more than 30 days following the receipt of the request. If the notice is not given within the 10 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of Members may be held when the meeting is called by action of the board of trustees.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General notice contents. All notices of meetings of Members shall be sent or otherwise given in accordance with Section 4 of this Article III not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the

business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the semi-annual meetings, those matters which the board of trustees, at the time of giving the notice, intends to present for action by the Members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a trustee without cause;
- (ii) Filling vacancies on the board of trustees by the Members;
- (iii) Amending the articles of incorporation; or
- (iv) Voluntarily dissolving the School.

(c) Manner of giving notice. Notice of any meeting of Members shall be given either personally or by first-class mail, facsimile transmission or other written communication, charge prepaid, addressed to each Member either at the address of that Member appearing on the books of the School or given by the Member to the School for the purpose of notice. If no address appears on the School's books and no other has been given, notice shall be deemed to have been given if notice is sent to that Member by first-class mail or telegraphic or other written communication to the School's principal executive office. Notice shall be deemed to have been given at the time when delivered personally (including a manner of personal delivery customarily used within the School from time to time, such as the "Friday envelope") or deposited in the mail or sent by facsimile or other means of written communication.

(d) Affidavit of mailing of notice. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the secretary of the board, assistant secretary of any other party of the School giving the notice, and if so executed, shall be filed and maintained in the minute book of the School.

SECTION 5. QUORUM

(a) Percentage required. Thirty-five percent of the Members shall constitute a quorum for the transaction of the business at a meeting of the Members.

(b) Loss of quorum. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

SECTION 6. ADJOURNMENT

Any Members' meeting, semi-annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 5(b) of this Article III.

SECTION 7. VOTING

(a) Consensus. It is the policy of the School to arrive at decisions and to take action through consensus wherever possible. By consensus is meant the general agreement of the group in sentiment and belief, and the approval or adoption of an action without objection by any Member. Thus, if an action or decision as originally proposed is not agreeable to all Members through consensus, then the goal is to modify and adjust such proposed action or decision until it has the agreement of all Members, or is not objected to by any Member. Accordingly, in any meeting of the School, whether it is semi-annual or special, the Members will first seek to make decisions and take actions through consensus,. Prior to concluding any action or making any decision through consensus, or if consensus cannot be reached, any Member may request that the proposed decision or action be submitted for a vote, either by voice, by a show of hands or by ballot.

(b) One vote per Member. Each Member shall have one vote. The Parent Members shall be entitled to cast two votes per family (a single parent or guardian shall also be entitled to cast two votes), and each non-parent Member shall be entitled to cast one vote on all matters submitted to a vote of the Members. Members who are both Staff and Parent Members shall be deemed to be Parent Members for voting purposes.

(c) Eligibility to vote. Persons entitled to vote at any meeting of Members shall be Members as of the date determined in accordance with Section 11 of this Article III, subject to the provisions of the California Nonprofit Corporation Law.

(d) Manner of casting votes. Voting may be by voice or ballot, provided that any election of trustees must be by ballot if demanded by any Member before the voting begins.

(e) Only majority of Members represented at meeting required, unless otherwise specified. If a quorum is present, either in person or by proxy, either the consensus or the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number of voting by classes is required by California Law or by the articles of incorporation.

SECTION 8. WAIVER OF NOTICE OF CONSENT BY ABSENT MEMBERS

(a) Written waiver or consent. The transactions of any meeting of Members, either semi-annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of that meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article III, the waiver or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a Member at a meeting shall also constitute a waiver of notice of that meeting, except when the Member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 9. ACTION BY WRITTEN BALLOT OF MEMBERS

(a) Whenever the Members are to vote for trustees or on any proposal for action which would be taken at any regular or special meeting of Members, the Member may, in the discretion of the board of trustees, vote by written ballot without a meeting pursuant to this section of the bylaws.

(b) A written ballot shall be mailed or delivered by personal delivery or telecommunication to every Member entitled to vote on the matter pursuant to Section 4 of this Article III.

(c) The written ballot shall set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots which must be returned to meet the quorum requirement.

(d) If the vote is for other than trustees, the written ballot shall:

(1) Set forth the proposal to be voted on, and for this purpose related proposals may be grouped as a single proposal for the written ballot.

(2) Offer the Member a choice between approval and disapproval on each such proposal.

(3) Specify that the proposal must be approved by a majority of the written ballots voting on the proposal, provided that sufficient written ballots are returned to meet the quorum requirement or specify some greater vote as may be required by applicable law or by the articles of incorporation or bylaws.

(e) Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 10. ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

SECTION 11. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS

Active Members shall be given notice of any meeting not fewer than 10 days or more than 30 days before such meeting. For the purposes of determining which members are entitled to receive notice of any meeting, the record date shall be determined by the board of trustees in their discretion, subject to applicable law, and recorded in the book of minutes by the Secretary of the board, 30 days before such meeting.

SECTION 12. PROXIES

(a) Right of Members. Every Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the board of trustees. All proxies that fail to expressly designate an agent shall be counted and allocated 33.3% to the Director, 33.3% to the president of the board of trustees, and 33.3% to a Staff person who is a member of the board of trustees as respective agents for such proxies. A proxy shall be deemed signed if the Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the Member or Member's attorney in fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the Member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the School stating that the proxy is revoked by a subsequent proxy executed by such Member, or by personal attendance and voting at a meeting by such Member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the School before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.

(c) Form of solicited proxies. In any election of trustees, any form of proxy that is marked by a Member “withhold,” or otherwise marked in a manner indicating that the authority to vote for the election of trustees is withheld, shall not be voted either for or against the election of a trustee. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) Effect of Member’s death. A proxy is not revoked by the death or incapacity of the maker or the termination of a Member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the School.

ARTICLE IV

TRUSTEES

SECTION 1. NUMBER OF TRUSTEES

(a) The number of trustees of the corporation shall not be fewer than sixteen (16) or more than twenty-eight (28). The specific number of trustees for each year shall be fixed by the board of trustees at the meeting immediately preceding the annual spring meeting of the members. Such exact number shall remain in effect until changed by the board or until this section of the bylaws is duly amended by the board or the members.

(b) Except as provided in Section 1(a), the authorized number of trustees may be changed only by an amendment of this section of the bylaws approved by the vote of a majority of the Members represented and voting as a duly held regular or special meeting of the members at which a quorum is present or by the written ballot of members pursuant to Article III, Section 9 of the bylaws.

(c) The board of trustees may from time to time establish an Advisory Board whose charter and members shall be determined by the board of trustees.

SECTION 2. QUALIFICATION OF TRUSTEES

(a) Except as provided in Section 2(b), trusteeships may be held only by Members of the School. Of the trusteeships, one shall be held by the Director, two shall be held by the Staff selected by the Staff for each board of trustees meeting or term and a minimum of fifteen (15) shall be held by Parent Members. This will guarantee that the board has a majority of parents of currently enrolled students, even when board membership is at the twenty-eight (28) maximum.

(b) To the extent the number of trustees is fixed at a number greater than sixteen (16), two or more trusteeships may be held either by Parent Members, persons who are not Members of the School, or parents of former students of the school.

(c) Trustees shall serve without compensation but may be reimbursed for expenses actually and reasonably incurred on behalf of the School.

SECTION 3. TERM AND ELECTION OF TRUSTEES

(a) The Director shall serve on the board of trustees for so long as (s)he serves as Director of the school. Staff Members of the board of trustees shall serve either **for the meeting** or term they are selected to attend as determined by the Staff. Each Parent Member trustee shall be elected for a term of three years. Terms for the Parent Member trustees shall be staggered so that not all of the terms expire in the same year. A term shall commence July 1 and end June 30 of each year. Trustees who are not Parent Members shall serve for a term or terms as determined for non-Parent Members as a class by the board of trustees in its discretion from time to time.

(b) Parent Member trustees shall be elected either at the spring semi-annual meeting (to commence the term at the beginning of the following school year) or at a special meeting of the members or by the written ballot of members pursuant to Article III, Section 9 of the bylaws, at the discretion of the board of trustees.

(c) Each trustee including a trustee elected to fill a vacancy or elected at a special members meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified, or until such trustee resigns.

(d) The board of trustees shall have the authority to adopt from time to time term limits for all trustees in a manner determined by the board of trustees in their discretion, and, should such term limits be adopted, to subsequently revoke or modify such term limits without requiring the approval of the Members. Any description of such term limits shall be set forth in the book of minutes by the Secretary of the board.

SECTION 4. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Trustee Committee. The board of trustees shall establish and maintain a trustee committee of Members selected by the board of trustees and the Director whose purpose shall be to advise interested Members of the School of the duties and responsibilities of board membership, to promote board membership and to seek out potential trustees. Any Member may submit his or her own name or another to the trustee committee for consideration as a potential trustee. The Director or the president of the board or such other person as the Director or president shall designate shall place in nomination at the meeting to elect trustees the names of Members who seek board membership, who have been interviewed by the trustee committee, and whose nomination has been approved by the board of trustees.

(b) Use of corporate funds to support nominee. No corporate funds may be expended to support a nominee for trustee.

(c) In the event that a vote is required, candidates receiving the highest number of votes shall be elected as trustees. Members may cumulate their votes in accordance with the procedures provided for by the California General Nonprofit Corporation Law.

SECTION 5. POWERS OF TRUSTEES

(a) General corporate powers. Trustees are responsible to the institution as a whole. No trustee represents a constituency. Subject to the provisions of California Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the Members, the School conducts its business through delegation of power to the board of trustees, which in turn delegates the responsibility for the day to day operation of the School to the Director and the Staff.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the trustees shall have the power to:

(i) Select (in consultation with the Staff), nurture, evaluate, retain and terminate the Director of the School and work cooperatively with that person.

(ii) Designate any place within San Francisco for the holding of any Members' meetings, including semi-annual meetings.

(iii) As and when duly approved by the Members and by the Staff through approval at meetings or through the budget process, borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the School's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

(iv) In partnership with the Staff, develop, evaluate and protect the mission of the School.

(v) Plan, develop and establish policy, and assess the performance of the School.

(vi) Take responsibility for the School's current and long-term financial condition and its physical plant.

(vii) Work in collaboration with the Staff in the budget process.

(c) Fiscal Powers.

(i) Endorsement of Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable by the School shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Director and approved by the board of trustees.

(ii) Authorization to Enter into Contracts. The board of trustees or the executive committee, except as the bylaws or the articles of incorporation otherwise provide, has the power to adopt resolutions authorizing any officer or agent, or the Director to enter into any contract or execute any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances. This provision is not intended to abrogate the authority of the Director to enter into contracts in the ordinary course of the School's business and for the operation of the School.

(d) Standard of Care; Conflict of Interest

(iii) Each trustee and officer of the school shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the trustee or officer believes to be in the best interests of the School. In discharging his or her duties, a trustee or officer may rely on reports, information, opinions, and financial statements of others provided the trustee or officer reasonably believes that such items merit confidence or that such items were prepared by reliable and competent persons.

(iv) A trustee shall not vote or debate on any matter in which the trustee has a direct or indirect interest. The board may approve a transaction in which a trustee has an interest if the material facts of the transaction and the trustee's interest are disclosed and if the trustees approving the transaction in good faith reasonably believe that the transaction is fair to the School.

SECTION 6. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the board of trustees shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any trustee, (ii) the declaration by resolution of the board of trustees of a vacancy of the office of a trustee who has been declared of unsound mind by order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5230 and following of the California Nonprofit Corporation Law, (iii) the vote of the Members to remove a trustee (vote of a majority of the Members if the School has fewer than 50 Members), (iv) the increase of the authorized number of trustees, or (v) the failure of the Members, at any meeting of Members at which any trustees are to be elected, to elect the number of trustees to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any trustee may resign, which resignation shall be effective on giving written notice to the president or the secretary of the board of trustees, unless the notice specifies a later time for the resignation to become effective. If the resignation of a trustee is effective at a future time, the board of trustees may elect a successor to take office when the resignation becomes effective. No trustee may resign when the School would then be left without a duly elected trustee in charge of its affairs.

(c) Any or all of the trustees may be removed without cause as follows:

(1) If the School has 50 or more members, by consensus or a vote of a majority of the board of trustees at any regular or special meeting of the board, or by a vote of a majority of the Members represented at a duly held regular or special meeting of the members at which a quorum is present or by the written ballot of members pursuant to Article III, section 9 of the bylaws; or

(2) If the School has fewer than 50 Members, by the affirmative vote of a majority of the total number of Members of the School (whether or not all Members vote) at a duly held regular or special meeting of the Members or by the affirmative written ballot of a majority of the total number of Members of the School pursuant to Article III, Section 9 of the bylaws.

(d) No vacancy upon reduction of number of trustees. No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

ARTICLE V
MEETING OF TRUSTEES

SECTION 1. PLACE OF MEETINGS; MEETINGS BY TELEPHONE; EXECUTIVE
SESSION

Regular meetings of the board of trustees may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all trustees participating in the meeting can hear one another, and all such trustees shall be deemed to be present in person at such meeting. Any meeting, regular or special, may, at the discretion of the Director or the president of the board, and with or without prior notice, go into executive session for all or a portion of such meeting, and during such executive session, the meeting shall not be open to the Director, the Staff or to Members who are not trustees.

SECTION 2. ANNUAL MEETING

Promptly following the spring semi-annual meeting of members, the board of trustees shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business.

SECTION 3. OTHER REGULAR MEETINGS

Regular meetings by the board of trustees shall be held without call at such time as shall from time to time be fixed by the board of trustees. Such regular meetings may be held without notice.

SECTION 4. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the board of trustees for any purpose may be called at any time the Director, any officer of the board, or any two trustees.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each trustee by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone or by any form of telecommunication. All such notices shall be given or sent to the trustee's address or telephone number as shown on the records of the School.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery or telecommunication at least 48 hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the School.

SECTION 5. QUORUM

A majority of the authorized number of trustees shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7 of this Article V. Every act or decision done or made through consensus or by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of trustees, subject to the provisions of California Law, especially those provisions relating to (i) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 6. WAIVER OF NOTICE

The transactions of any meeting of the board of trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) in the event of an emergency, either before or after the meeting, each of the trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any trustee who attends the meeting without protesting before or at its commencement about the lack of adequate notice by the secretary of the board of trustees.

SECTION 7. ADJOURNMENT

A majority of the trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 8. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the trustees who were not present at the time of the adjournment.

SECTION 9. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the board of trustees may be taken without a meeting if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the board of trustees. Such written consent or consents shall be filed with the minutes of the proceeding of the board by the secretary of the board of trustees.

ARTICLE VI

COMMITTEES

SECTION 1. COMMITTEES OF TRUSTEES

The board of trustees may, either by consensus or by resolution adopted by a majority of the trustees then in office, designate one or more committees, each including one or more trustees, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority designated by the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on matters which, under the California Nonprofit Corporation Law, also requires Members' approval or approval of a majority of all Members;
- (b) Fill vacancies on the board of trustees;
- (c) Amend or repeal bylaws or adopt new bylaws;

(d) Amend or repeal any resolution of the board of trustees which by its express terms is not so amendable or repealable;

(e) Appoint any other committees of the board of trustees or the members of the committees; or

(f) Approve any transaction (i) to which the School is a party and one or more trustees have a material financial interest; or (ii) between the School and one or more of its trustees or between the School and any person in which one or more of its trustees has a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be held and taken in accordance with the California Nonprofit Corporation Law. The time for regular meetings of committees may be determined either by resolution or consensus of the board of trustees or by resolution or consensus of the committee. Special meetings of committees may also be called by resolution or consensus of the board of trustees or by resolution or consensus of each such committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of trustees may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. EXECUTIVE COMMITTEE

There shall be an executive committee of the board. The executive committee shall be comprised of the president, the vice president, the secretary, the treasurer, the Director, and such other trustees as the Director and the president shall together appoint in their reasonable discretion from time to time. The executive committee may exercise all powers of the board of trustees during the interim between meetings of the board in accordance with these bylaws and applicable law. The executive committee may act only between the regular meetings of the board and only upon authority delegated by the board. The executive committee may meet at the call of the president to advise the president or the Director.

ARTICLE VII

BOARD OFFICERS, DIRECTOR AND TEACHING STAFF

SECTION 1. OFFICERS

The officers of the corporation shall be: a president, a vice president, a secretary and a treasurer. By consensus, or resolution of the board, a chairperson may also be elected to serve as an officer of the board. The board shall have the power to create, from time to time, such other officer positions as it deems necessary or appropriate in its discretion. All officers of the board shall serve on the executive committee.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation shall be chosen by the board of trustees, and each shall serve at the pleasure of the board. The president shall serve for a term of two (2) years; all other officers shall serve for terms of one (1) year.

SECTION 3. REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the board of trustees, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of trustees, by an officer on whom such power of removal may be conferred by the board of trustees.

SECTION 4. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the School. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the School under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 6. RESPONSIBILITIES OF OFFICERS

(a) Chairperson of the Board. If such an officer be elected, the chairperson of the board shall preside at meetings of the board of trustees and exercise and perform such other powers and duties as may be from time to time assigned by the board of trustees or prescribed by the bylaws. The chairperson shall work jointly with the Director to plan the board calendar for the year, draw up the agenda of the board meetings, and make arrangements for keeping each trustee and each constituency informed about the school.

(b) President. Subject to such supervisory power as may be given by the board of trustees to the chairperson of the board, if any, the president shall, subject to the control of the board of trustees, generally supervise, direct and control the business and the officers of the corporation. The president shall preside at all meetings of the members and, in the absence of the chairperson of the board, or if there be none, at all meetings by the board of trustees. In the absence of the chairperson of the board, or if there be none, then the president shall work jointly with the Director to plan the board calendar for the year, draw up the agendas of the board meetings, and make arrangements for keeping each trustee and each constituency informed about the school. In addition, the president shall participate on the committee formed to conduct the annual performance evaluation of the Director. The president shall have such other powers and duties as may be prescribed by the board of trustees or the bylaws.

(c) Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the power of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of trustees or the chairperson of the board.

(d) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of trustees may direct, a book of minutes of all meetings and actions of the trustees, committees of trustees and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings. The secretary shall make copies of the minutes available to all trustees either at the following meetings, by hand delivery or by mail.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of trustees, record of the Members, showing the names and addresses of all Members.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of trustees required by the bylaws to be given. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as

may be prescribed by the board of trustees or the bylaws. The secretary shall sign documents sent to the corporation that require signature of the secretary.

(e) Treasurer. The Treasurer shall attend to the following:

(i) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any trustee at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The treasurer shall deposit or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of trustees; shall disburse, or cause to be disbursed, the funds of the School as may be ordered by the board of trustees; shall render to the president and trustees, whenever they request it, an account of all of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of trustees or bylaws.

SECTION 7. DIRECTOR

(a) The Director is a member of the board of trustees and the Staff. S(he) is the designated administrator of the school sharing the professional educational leadership of the institution with the Staff. The Director articulates the mission of the school to its constituency and exercises leadership in carrying out the strategic plan of the school. The Director facilitates the collaborative process between the board of trustees and the Staff in the budget process, and is responsible for the professional quality and behavior of the faculty. The Director has the duty to report to the board on School matters, and is accountable to the board for effective, businesslike management of the institution. The Director works with the president of the board to enable the board to carry out its responsibilities. The board president and the Director jointly plan the board calendar for the year, draw up the agendas of board meetings, and make arrangements for keeping each trustee and each constituency informed about the School.

(b) The Director is hired in accordance with the guidelines as set forth in the Personnel Policy Manual. The terms of the Director's position are defined in the Director's contract with the school. The Director of the school may be removed in accordance with the guidelines of the Personnel Policy Manual, as amended from time to time.

SECTION 8. STAFF

(a) The Staff is composed of the Director, the teachers for each grade and the administrative staff of the School. Two Staff Members serve on the board of trustees in addition to the Director. The Staff shares the professional educational leadership of the institution with the Director, including curriculum development and implementation. In partnership with the board, the Staff develops, evaluates and protects the mission of the school and is responsible for its communication, implementation and instruction. The Staff works in collaboration with the finance committee of the board of trustees and the board of trustees in general in the budget process. With the exception of the executive committee of the board, Staff members take responsibility for ensuring that the Staff is represented on board committees as appropriate. The Staff shares responsibility with the Director for the admission, evaluation and dismissal of students.

(b) Members of the Staff are hired in accordance with the procedures as set forth in the Personnel Policy Manual in the form adopted and approved by the board of trustees and Staff, and as amended from time to time.

ARTICLE VIII

INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of this Article,

(a) “agent” means any person who is or was a trustee, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a trustee, officer, employee or agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) “expenses” include, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 of this Article VIII shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director, trustee or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director, trustee was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the act was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful unless the matter is settled with the approval of the California Attorney General.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The board of trustees by a majority vote of a quorum consisting of trustees who are not parties to the proceeding; or

(ii) The affirmative vote (or written ballot in accord with Article III, Section 9) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitutes a majority of the required quorum); or

(iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NON-TRUSTEES AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than trustees and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The board of trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE IX

RECORDS AND REPORTS

SECTION 1. INSPECTION RIGHTS

Each Member of the School has the right to inspect the School's records of Members' names and addresses to the extent provided by law.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The School shall keep at its principal executive office in California the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

SECTION 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records and minutes of proceedings of the Members and the board of trustees and any committee(s) of the board of trustees shall be kept at such place or places designated by the board of trustees, or, in the absence of such designation, at the principal executive office of the corporation.

The minutes shall be kept in written or typed form, and the accounting books and record shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 4. INSPECTION BY TRUSTEES

Every trustee shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a trustee may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT TO SHAREHOLDERS

The annual report to shareholders referred to in the California Nonprofit Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the board of trustees from issuing annual or other periodic reports to the Members of the School as they consider appropriate.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the tem “person” includes both a corporation and a natural person. As used in these bylaws, “terms” shall mean, when referring to a period of time, the 12-month period commencing September 1 and concluding August 31.

ARTICLE XI

AMENDMENTS

SECTION 1. AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of the articles of incorporation is provided for by state law and in general requires the approval of the board of trustees pursuant to Article V, Section 5 of the bylaws, the approval of the members pursuant to Article III, Section 7 or 9 of the bylaws, and the filing of a certificate of amendment in the Office of the Secretary of State.

SECTION 2. AMENDMENT OF BYLAWS

After the initial adoption of these bylaws by the board of trustees, amendment of these bylaws requires the approval of a majority of all the Members pursuant to Article III, Section 7 or 9 of these bylaws whether or not all the Members vote on the proposed bylaw change.